

RECORDATION NO. 27220 - C FILED

JAN 16 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 16, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of September 17, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27205 and 27220.

The names and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC
1 Dag Hammarskjold Plaza
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Centennial Energy, LLC
1860 West Littleton Boulevard
Littleton, CO 80120

Anne K. Quinlan, Esquire
January 16, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 tank railcars as follows:

BNBX 500011 - BNBX 500013, BNBX 500015 - BNBX 500035 and BNBX 500038 - BNBX 500044 (Rec. No. 27205); and

BNBX 500014, BNBX 500036, BNBX 500037 and BNBX 500045 - BNBX 500060 (Rec. No. 27220).

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

27220 - C

FEB

JAN 16 '08

-9 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 17th day of September, 2008, to that certain Master Full Service Railcar Lease dated as of September 17, 2008 between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company and CENTENNIAL ENERGY, LLC, a Colorado limited liability company (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of September 17, 2008 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

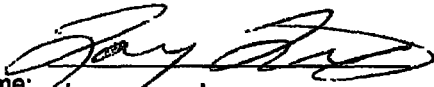
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

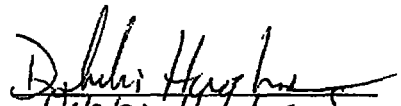
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer or other representative as of the date set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: 
Name: Larry Littlefield
Title: Vice President
Date: 9/29/08

CENTENNIAL ENERGY, LLC, as Lessee

By: 
Name: Debbie Hughes
Title: Transportation Mgr.
Date: 9/29/08

STATE OF New York)

COUNTY OF New York)

SS:

On 9/29, 2008, before me, Indra Bedasie, Notary Public, personally appeared Larry Littlefield, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

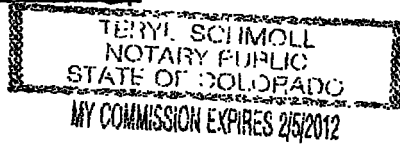
STATE OF _____
COUNTY OF _____

SS:

On Sept 17, 2008, before me, Teryl Schmolli, Notary Public, personally appeared Debbie Hughes personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Teryl Schmolli



**EXHIBIT A
TO MEMORANDUM OF RAILCAR FULL SERVICE AGREEMENT**

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>			
50	30,000 gallon, non-coiled/non-insulated stub sill sloped bottom tank cars, AAR Car Type Code T108, built in 2007 by American Railcar Industries, Inc.	BNBX	500011	BNBX	500036
		BNBX	500012	BNBX	500037
		BNBX	500013	BNBX	500038
		BNBX	500014	BNBX	500039
		BNBX	500015	BNBX	500040
		BNBX	500016	BNBX	500041
		BNBX	500017	BNBX	500042
		BNBX	500018	BNBX	500043
		BNBX	500019	BNBX	500044
		BNBX	500020	BNBX	500045
		BNBX	500021	BNBX	500046
		BNBX	500022	BNBX	500047
		BNBX	500023	BNBX	500048
		BNBX	500024	BNBX	500049
		BNBX	500025	BNBX	500050
		BNBX	500026	BNBX	500051
		BNBX	500027	BNBX	500052
		BNBX	500028	BNBX	500053
		BNBX	500029	BNBX	500054
		BNBX	500030	BNBX	500055
		BNBX	500031	BNBX	500056
		BNBX	500032	BNBX	500057
		BNBX	500033	BNBX	500058
		BNBX	500034	BNBX	500059
		BNBX	500035	BNBX	500060

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/16/09



Robert W. Alvord